

# **Exhibit “H”**

**DECLARATION OF ANN T. WILLAMAN**  
**PURSUANT TO 28 U.S.C. § 1746**

ANN T. WILLAMAN does hereby declare and state:

1. I am an Assistant Secretary of AVCO Corporation (AVCO or the Corporation). In this capacity, I am familiar with the organization and corporate governance of AVCO. I am primarily responsible for maintaining the corporate governance books and records of AVCO and related corporate filings. My duties include assisting the Secretary of AVCO with the drafting of Board and Shareholder minutes, holding meetings, making regulatory filings as required by Secretaries of State, making sure AVCO is properly qualified in the jurisdictions where it conducts business, and other administrative corporate governance matters.

2. I also am an Assistant Secretary of Textron Inc. (Textron). Among other responsibilities in this capacity, I am charged with assisting the Corporate Secretary of Textron in corporate governance matters and with providing oversight in the corporate governance area to Textron's various subsidiaries, including AVCO.

3. AVCO was incorporated in Delaware on March 1, 1929.

4. AVCO has been a wholly-owned subsidiary of Textron since February 28, 1985, when Textron completed its acquisition of all of the outstanding stock of AVCO.

5. At the time Textron acquired AVCO in 1985, the company now known as Lycoming Engines was an unincorporated operating division of AVCO. Lycoming Engines remains an unincorporated operating division today.

6. AVCO conducts a portion of its business through its unincorporated Lycoming Engines Division.

7. In addition to its Lycoming Engines division, AVCO wholly owns the following companies: AVCO Rhode Island (2002) Inc., Christine Realty Co., Inc., Overwatch Systems, Ltd., United Industrial Corporation, and Textron Systems Corporation. A true and correct copy of page 1 of Exhibit 21 to the Textron Inc. 10-K, filed March 1, 2011, is attached hereto as Exhibit 1. Textron Pacific Pty. Ltd., which was previously a wholly-owned subsidiary of AVCO and is listed on the attached 10-K Exhibit, was deregistered from the Australian Investment & Securities Commission on May 25, 2011.

8. AVCO is a holding company primarily in the business of manufacturing products for the United States Government and commercial customers, including military vehicles, sensor fused weapons, electronic surveillance and related equipment and software, and reciprocating aircraft engines, through its wholly-owned subsidiaries and one operating division.

9. AVCO currently is qualified to transact business in Alabama, California, Connecticut, Delaware, Florida, Georgia, Kansas, Massachusetts, Michigan, New Jersey, New Mexico, New York, Ohio, Pennsylvania, Puerto Rico, Texas, and Tennessee.

10. The corporate governance and financial books and records for AVCO are maintained at 201 Lowell Street, Wilmington, Massachusetts 01887.

11. AVCO's headquarters and administrative offices are located at 201 Lowell Street, Wilmington, Massachusetts 01887, and have been since February 15, 2011.

12. Between 1985, when Textron became the sole shareholder of AVCO, and February 15, 2011, when it moved to Massachusetts, AVCO's headquarters and administrative offices were at 40 Westminster Street, Providence, Rhode Island 02903.

13. At the time AVCO was acquired by Textron in 1985, AVCO's administrative offices were located at 1275 King Street, Greenwich, Connecticut 06830.

14. The most recent Annual Meeting of the Sole Shareholder of AVCO was held on Tuesday, May 10, 2011, at 201 Lowell Street, Wilmington, Massachusetts, in the office of Frederick M. Strader. A copy of the Notice of the Meeting of the Shareholders of AVCO is attached hereto as Exhibit 2. A copy of the Proxy by Textron appointing W. Robert Kemp as lawful attorney with full power of substitution, to vote its shares at the Annual Meeting of the Sole Shareholder of AVCO, is attached as Exhibit 3.

15. In attendance at the most recent Meeting of the Sole Shareholder of AVCO were W. Robert Kemp (Secretary), Frederick M. Strader (Chairman), and Robert J. Sullivan (Treasurer and CFO). A copy of the Minutes of the Annual Meeting of the Sole Shareholder of AVCO is attached as Exhibit 4.

16. Among other business, the Shareholder adopted a resolution electing W. Robert Kemp (Secretary), Frederick M. Strader (Chairman), and Robert J. Sullivan (Treasurer and CFO) as Directors of the Corporation.

17. All three of these Directors are located in Wilmington, Massachusetts.

18. The most recent Annual Meeting of AVCO's Board of Directors was held on May 10, 2011, at 201 Lowell Street, Wilmington, Massachusetts, in the

office of Frederick M. Strader. A copy of the Notice of the Meeting of the Board of Directors of AVCO is attached hereto as Exhibit 5.

19. Since Textron Inc. acquired AVCO in 1985, no meetings of the AVCO Board of Directors have been held in Williamsport, Pennsylvania.

20. In attendance at the most recent Annual Meeting of the AVCO Board of Directors were W. Robert Kemp (Secretary), Frederick M. Strader (Chairman), and Robert J. Sullivan (Treasurer and CFO). A copy of the Minutes of the Annual Meeting of the AVCO Board of Directors is attached as Exhibit 6.

21. Among other business, the Board of Directors adopted a resolution at the last Annual Meeting electing the following individuals as officers of the Corporation:

Frederick M. Strader	President
John J. Cronin	Executive Vice President & Chief Strategy Officer
Carl G. Buzawa	Senior Vice President and Assistant Secretary
Kevin J. Cosgriff	Senior Vice President – International & Government
Donald A. Hairston	Senior Vice President
Ian Walsh	Senior Vice President
Tim Harrington	Vice President - Legal
Robert J. Sullivan	Senior Vice President, Treasurer and CFO
W. Robert Kemp	Vice President and Secretary
James C. Cournoyer	Assistant Treasurer
Patricia L. Elmer	Assistant Treasurer
David Dawes	Assistant Secretary
Benjamin Hudson	Assistant Secretary
Michael Kraft	Assistant Secretary
Alison Robinson	Assistant Secretary
Andrew C. Spacone	Assistant Secretary (resigned August 19, 2011)
James Tarallo	Assistant Secretary
Ann T. Willaman	Assistant Secretary

22. Eight of the seventeen current officers of the Corporation are located in Wilmington, Massachusetts: Carl G. Buzawa, John J. Cronin, Benjamin

Hudson, W. Robert Kemp, Frederick M. Strader, Robert J. Sullivan, James Tarallo, and Ian Walsh.

23. Three of the seventeen current officers of the Corporation are located in Providence, Rhode Island: Patricia L. Elmer, James C. Cournoyer, and Ann T. Willaman.

24. Two of the seventeen current officers of the Corporation are located in Williamsport, Pennsylvania: Michael Kraft and David Dawes.

25. Two of the seventeen current officers of the Corporation are located in Hunt Valley, Maryland: Donald Hairston and Alison Robinson.

26. One of the seventeen current officers of the Corporation is located in the District of Columbia: Kevin J. Cosgriff.

27. One of the seventeen current officers of the Corporation is located in Hurst, Texas: Tim Harrington.

28. With the exception of the Vice President - Legal, who is located in Texas, one Senior Vice President who is located in Maryland, and one Senior Vice President who is located in the District of Columbia, the most senior officers of the Corporation — including the President, the Executive Vice President & Chief Strategy Officer, the Senior Vice President, Treasurer and CFO, and the Vice President and Secretary — are located in Massachusetts.

29. These senior corporate officers have the responsibility to direct and develop plans, strategies, budgets, and goals, oversee significant corporate decisions, and set corporate policy.

30. Business decisions for AVCO and its subsidiaries, including major decisions for Lycoming Engines, must be approved by Mr. Strader or members of

his senior staff. Business decisions requiring express approval by Mr. Strader and other members of his senior staff include, among others, the following types of transactions that exceed specified dollar amounts: sales transactions; capital expenditures; leases; purchase, sale or licensing in or out of intellectual property; supply chain commitments; and engagement of consultants; as well as all acquisitions or dispositions of businesses; all appointments of distributors; and certain human resources matters.

31. At the most recent Annual Meeting, the AVCO Board of Directors issued a resolution regarding the "Designation of Authorized Signatories for Lycoming Engines," as reflected in the attached Minutes of the Annual Meeting of the AVCO Board of Directors.

32. That resolution authorizes "the President or any Vice President of AVCO, together with the Secretary or any Assistant Secretary of AVCO, to designate certain employees of the Lycoming Engines Division of AVCO as

named "officers" or authorized signatories of the Lycoming Engines Division ... who shall be authorized and empowered, severally or jointly depending upon the designation, and **subject to all conditions thereby imposed and applicable Corporation policies and procedures, including, but not limited to, obtaining all necessary approvals and appropriate legal review,** to sign, seal with the corporate seal, and execute and deliver in the name and on behalf of the Corporation with respect to the Lycoming Engines Division, contracts, agreements, purchase orders, bids, bonds, applications, reports, certificates, affidavits or other documents or instruments relative to or in connection with any work, property, purchase, contract, service or production of any kind which may be directly or indirectly carried on or performed by the Lycoming Engines Division of the Corporation ....

33. AVCO, through its subsidiaries and its Lycoming Engines operating division, employed as of December 8, 2011, approximately 4,080 people. Of those employees, approximately 630 are employed by AVCO's Textron Systems Corporation subsidiary; approximately 350 are employed by AVCO's Overwatch Systems, Ltd. subsidiary and its subsidiary; approximately 2,680 are employed by AVCO's AAI Corporation subsidiary and its subsidiaries; and only approximately 420 are employed by the Lycoming Engines operating division.

34. In 2010, AVCO and its subsidiaries had revenues of \$1,487,000,000, of which Lycoming Engines' share was \$136,000,000, or approximately 9% of the total.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 9th day of December, 2011, in Providence, Rhode Island.



Ann T. Willaman



## Exhibit 1

Exhibit 21

## Certain Subsidiaries of Textron Inc.\*

(Unless indicated otherwise, all entities listed are wholly-owned.)

\* Other subsidiaries, which considered in the aggregate do not constitute a significant subsidiary, are omitted from this list.

Name	Jurisdiction
<b>TEXTRON INC.</b>	Delaware
Avco Corporation	Delaware
Avco Rhode Island (2002) Inc.	Delaware
Christine Realty Co., Inc.	Pennsylvania
Medical Numerics, Inc.	Virginia
Overwatch Systems, Ltd.	Delaware
Textron Pacific Pty Ltd.	Australia
Textron Systems Corporation	Delaware
Textron Systems Rhode Island (2001) Inc.	Delaware
United Industrial Corporation	Delaware
AAI Corporation	Maryland
AAI/ACL Technologies, Inc.	Maryland
AAI Aerosonde Pty Ltd.	Australia
Aerosonde Pty Ltd.	Australia
AAI Services Corporation	Maryland
ESL Defence (Holdings) Ltd.	England
ESL Defence Limited	England
Bell Helicopter Textron Inc.	Delaware
Bell Aerospace Services Inc.	Delaware
Bell/Agusta Aerospace Company LLC (60%; 40% - Agusta US, Inc.)	Delaware
Bell Helicopter Rhode Island Inc.	Delaware
Bell Helicopter Services Inc.	Delaware
Bell Helicopter Asia (Pte) Ltd.	Singapore
Bell Helicopter do Brasil Ltda. (99.99%; 0.01% - Bell Helicopter Textron Inc.; inactive)	Brazil
Bell Helicopter India Inc.	Delaware
Bell Helicopter Korea Inc.	Delaware
Bell Technical Services Inc.	Delaware
Edwards & Associates, Inc.	Tennessee
Aeronautical Accessories, Inc.	Tennessee
McTurbine Inc.	Texas
SkyBOOKS Inc.	Delaware
Cadillac Gage Textron Inc.	Michigan
Cessna Aircraft Company	Kansas
Cessna Aircraft Rhode Island Inc.	Delaware
CitationShares Holding, L.L.C. (91.2%; 8.8% - TAG Aviation USA, Inc.)	Delaware
CitationShares Charter, L.L.C.	Delaware
CitationShares Management, L.L.C.	Delaware
CitationShares Sales, Inc.	Delaware
Greenlee Textron Inc.	Delaware
Greenlee Plumbing Inc.	Delaware
Kautex Inc.	Delaware
McCord Corporation	Michigan

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## Exhibit 2

Avco Corporation

201 Lowell St.  
Wilmington, MA 01887

Tel: (978) 657-3500  
Fax: (978) 657-1376

April 14, 2011

Notice of Meeting of the Shareholders of

AVCO CORPORATION

to be held on Tuesday, May 10, 2011

Notice is hereby given of a meeting of the Shareholders of AVCO CORPORATION on Tuesday, May 10, 2011 at 2 p.m. The meeting will be held at 201 Lowell Street, Wilmington, Massachusetts in the office of Frederick M. Strader.



SEAL

W. Robert Kemp

Corporate Secretary

## Exhibit 3

**PROXY**

TEXTRON INC., a Delaware corporation with its principal place of business located at 40 Westminster Street, Providence, Rhode Island (the "Corporation"), does hereby appoint

W. Robert Kemp

as its lawful attorney with full power of substitution, to vote its shares at the Annual Meeting of the Sole Shareholder of Avco Corporation to be held on 2:00 PM Eastern time on Tuesday, May 10, 2011, and at any adjournment thereof.

IN WITNESS WHEREOF, this Proxy has been executed under seal on behalf of TEXTRON INC. by its duly elected Assistant Secretary at Providence, Rhode Island on this 14th day of April, 2011.

TEXTRON INC.

SEAL

By:   
Ann T. Willaman  
Assistant Secretary

## Exhibit 4

**AVCO CORPORATION**

**Annual Meeting of the Sole Shareholder  
May 10, 2011**

Meeting

201 Lowell Street, Wilmington, Massachusetts

Attendance

Frederick M. Strader (Chairman)  
W. Robert Kemp (Secretary)

Other  
Robert J. Sullivan

Call to Order

A quorum being present, the meeting was called to order by the Chairman at 2 p.m.

Shareholder Proxy

Mr. Kemp presented to the meeting the proxy of Textron Inc. dated April 14, 2011, which authorizes him to vote on its behalf with respect to all matters brought before this meeting.

Election of Directors

Following a brief discussion, the Shareholder adopted the following resolution:

RESOLVED, that superseding all prior elections and appointments, W. Robert Kemp, Frederick M. Strader and Robert J. Sullivan, be, and the same hereby are, elected directors of the Corporation, to serve until their successors are elected and qualified, or until their earlier death, resignation, retirement or removal.

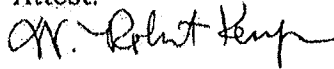
Shareholder Action

All actions were unanimous.

Adjournment

There being no further business, the Chairman adjourned the meeting at 2:14 p.m.

Attest:



W. Robert Kemp  
Secretary to the Meeting

SEAL



## Exhibit 5

## Avco Corporation

201 Lowell St.  
Wilmington, MA 01887

Tel: (978) 657-3500  
Fax: (978) 657-1376

April 14, 2011

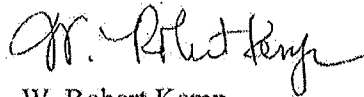
### Notice of Meeting of the Board of Directors of

#### AVCO CORPORATION

to be held on Tuesday, May 10, 2011

Notice is hereby given of a meeting of the Board of Directors of AVCO CORPORATION on Tuesday, May 10, 2011 at 2:00 p.m. The meeting will be held at 201 Lowell Street, Wilmington, Massachusetts in the office of Frederick M. Strader.

SEAL



W. Robert Kemp

Corporate Secretary

## Exhibit 6

**AVCO CORPORATION**

**Annual Meeting of the Board of Directors  
May 10, 2011**

Meeting

201 Lowell Street, Wilmington, Massachusetts

Attendance

Frederick M. Strader (Chairman)  
Robert J. Sullivan  
W. Robert Kemp (Secretary)

Call to Order

A quorum being present, the meeting was called to order by the Chairman at 2:15 p.m.

Election of Corporate Officers

Following a brief discussion, the Directors adopted the following resolution:

RESOLVED, that superseding all prior elections and appointments, the following individuals are hereby elected to the office(s) of the Corporation set forth opposite their respective names, each to hold such office(s) until his or her successor is elected and qualified or until his or her earlier death, resignation, retirement or removal:

Frederick M. Strader	President
John J. Cronin	Executive Vice President & Chief Strategy Officer
Carl G. Buzawa	Senior Vice President and Assistant Secretary
Kevin J. Cosgriff	Senior Vice President - International & Government
Donald A. Hairston	Senior Vice President
Ian Walsh	Senior Vice President
Tim Harrington	Vice President - Legal
Robert J. Sullivan	Senior Vice President, Treasurer and CFO
W. Robert Kemp	Vice President and Secretary
James C. Cournoyer	Assistant Treasurer
Patricia L. Elmer	Assistant Treasurer
David Dawes	Assistant Secretary
Benjamin Hudson	Assistant Secretary
Michael Kraft	Assistant Secretary
Alison Robinson	Assistant Secretary
Andrew C. Spacone	Assistant Secretary
James Tarallo	Assistant Secretary
Ann T. Willaman	Assistant Secretary

Designation of Authorized Signatories for Lycoming Engines Division

WHEREAS, the Corporation conducts a portion of its business through its unincorporated Lycoming Engines Division; and

WHEREAS, the Board of Directors of the Corporation wishes to establish the authority of certain officers of the Corporation to designate certain employees of the Lycoming Engines Division as "officers" or authorized signatories for purposes of executing contracts and other documents and instruments on behalf of the Corporation with respect to its Lycoming Engine Division and to ratify, confirm and approve the designation of certain employees of the Lycoming Engine Division as "officers" or authorized signatories;

NOW, THEREFORE, it is hereby

RESOLVED, that the President or any Vice President of the Corporation, together with the Secretary or any Assistant Secretary of the Company, be and they hereby are authorized to designate those employees of the Lycoming Engine Division of the Corporation who have been appointed to serve as named "officers" or authorized signatories of the Lycoming Engines Division and who shall be authorized and empowered, severally or jointly depending upon the terms of the designation, and subject to all conditions thereby imposed and applicable Corporation policies and procedures, including, but not limited to, obtaining all necessary approvals and appropriate legal review, to sign, seal with the corporate seal, and execute and deliver in the name and on behalf of the Corporation with respect to the Lycoming Engines Division, contracts, agreements, purchase orders, bids, bonds, applications, reports, certificates, affidavits or other documents or instruments relative to or in connection with any work, property, purchase, contract, service or production of any kind which may be directly or indirectly carried on or performed by the Lycoming Engines Division of the Corporation; and

RESOLVED, that the appointment of the following individuals as officers of the Lycoming Engines Division of the Corporation is hereby ratified, confirmed and approved:

Michael Kraft	Senior Vice President and General Manager
Guido Defever	Vice President R&D and Engineering
Todd Stoner	Vice President Sales and Marketing
Donald Wagner	Vice President Operations

and;

RESOLVED, that any action heretofore taken by any of the foregoing individuals appointed to serve as an officer or authorized signatory of the Lycoming Engines Division of the Corporation, be, and the same hereby is, ratified and approved.

Appointment of Director of Finance of Lycoming Engines Division

RESOLVED, that the appointment of David Dawes as Director of Finance of the Lycoming Engines Division of the Corporation is hereby ratified, confirmed and approved.

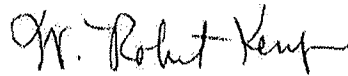
Board Action

All actions were unanimous.

Adjournment

There being no further business, the Chairman adjourned the meeting at 2:20 p.m.

Attest:

A handwritten signature in dark ink, appearing to read "W. Robert Kemp". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

W. Robert Kemp  
Secretary to the Meeting

SEAL